

CERTIFICATE OF RELEASE AND DISCHARGE OF
CONDITIONAL SALE AGREEMENT DATED AS OF JANUARY 1, 1971

RECORDATION NO. 5926-A
JUL 29 1980 - 12 30 PM
INTERSTATE COMMERCE COMMISSION
Filed & Recorded

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Dollar Savings Bank ("Bank") hereby releases and terminates all of its rights under that certain Conditional Sale Agreement, dated as of January 1, 1971, by and between General Motors Corporation (Electro-Motive Division), ("Builder"), and The Pittsburgh and Lake Erie Railroad Company, and the Agreement and Assignment, dated as of January 1, 1971, between Builder and Bank, the said Conditional Sale Agreement having been recorded with the Interstate Commerce Commission pursuant to Section 20(c) (now Section 11303(c)) of the Interstate Commerce Act on January 19, 1971, and assigned Recordation No. 5926 (the "Conditional Sale Agreement"). The Bank also releases and disclaims any interest, ownership, security or otherwise that the Bank has or that may be reserved for in the future in and to that certain railroad rolling stock as more fully described in Schedule A attached to the Conditional Sale Agreement.

The Bank hereby authorizes the recordation of this Certificate and hereby agrees to execute such further documentation as The Pittsburgh and Lake Erie Railroad Company may request in order to carry out the purposes of this transaction.

IN WITNESS WHEREOF and intending to be legally bound,

Dollar Savings Bank has caused this Certificate to be executed
by its duly authorized officer and its corporate seal duly at-
tested to be hereto affixed this 25th day of July, 1980.

DOLLAR SAVINGS BANK

By Gay Walker
Title: Senior Vice President

ATTEST:

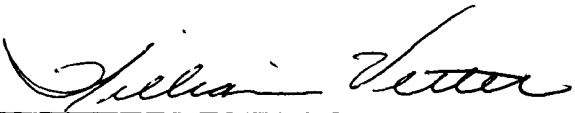
By John B. Heagy
Banking Officer

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF ALLEGHENY)

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On this 25th day of July, 1980, before me personally appeared Hay Walker, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of Dollar Savings Bank, and that the aforesaid Certificate was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Certificate was the free act and deed of said corporation.


Notary Public

My Commission Expires:

WILLIAM VETTER, NOTARY PUBLIC

PITTSBURGH, ALLEGHENY COUNTY

MY COMMISSION EXPIRES AUG. 22, 1981

~~Member, Pennsylvania Association of Notaries~~